

Clark David Wm
Form 4
February 28, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark David Wm

(Last) (First) (Middle)

C/O MACY'S, INC., 7 WEST SEVENTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Macy's, Inc. [M]

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/24/2012		M	44,213 (1) A \$ 36.99	44,213	D	
Common Stock	02/24/2012		F	18,439 D \$ 36.99	25,774	D	
Common Stock	02/27/2012		S	400 D \$ 36.76	25,374	D	
Common Stock	02/27/2012		S	5,099 D \$ 36.77	20,275	D	
Common Stock	02/27/2012		S	2,901 D \$ 36.78	17,374	D	

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Common Stock	02/27/2012	S	500	D	\$ 36.79	16,874	D	
Common Stock	02/27/2012	S	300	D	\$ 36.8	16,574	D	
Common Stock	02/27/2012	S	792	D	\$ 36.81	15,782	D	
Common Stock	02/27/2012	S	608	D	\$ 36.82	15,174	D	
Common Stock	02/12/2012	S	700	D	\$ 36.83	14,474	D	
Common Stock	02/27/2012	S	974	D	\$ 36.84	13,500	D	
Common Stock	02/27/2012	S	300	D	\$ 36.85	13,200	D	
Common Stock	02/27/2012	S	1,800	D	\$ 36.86	11,400	D	
Common Stock	02/27/2012	S	3,100	D	\$ 36.87	8,300	D	
Common Stock	02/27/2012	S	2,376	D	\$ 36.88	5,924	D	
Common Stock	02/27/2012	S	1,224	D	\$ 36.89	4,700	D	
Common Stock	02/27/2012	S	1,600	D	\$ 36.9	3,100	D	
Common Stock	02/27/2012	S	900	D	\$ 36.91	2,200	D	
Common Stock	02/27/2012	S	600	D	\$ 36.92	1,600	D	
Common Stock	02/27/2012	S	800	D	\$ 36.93	800	D	
Common Stock	02/27/2012	S	800	D	\$ 36.95	0	D	
Common Stock						1,611 ⁽²⁾	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Restricted Stock Units	(3)	02/24/2012		M	42,808	02/24/2012 02/24/2012	Common Stock	42,808

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark David Wm C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Executive Vice President	

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for David Wm. Clark pursuant to a Power of Attorney 02/28/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In addition to the shares converted as reported on Table II, the reporting person also acquired 1,405 shares of common stock for dividends accrued on those shares during the performance period for the Performance Restricted Stock units.
- (2) Reflects the reporting person's interest in Macy's stock under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of February 27, 2012 by \$37.37, the stock price of such date.
- (3) 1-for-1 conversion.

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